

RECORDATION NO.

24338-13

FILED

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JAN 06 '04

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 5, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Termination and Sale No. 2, dated as of December 24, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release of the boxcars and relates to the Memorandum of Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 24338.

The name and address of the party to the enclosed document are:

Lessor: Bank of America, National Association (acting  
through its Canada branch)  
1250 Rene Levesque Blvd.  
Montreal, Quebec  
Canada H3B 4W8

Lessee: Canadian National Railway  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3B 2M9

Mr. Vernon A. Williams  
January 5, 2004  
Page 2

A description of the railroad equipment covered by the enclosed document is:

200 riserless centerbeam cars: CN 625700 - CN 625899.

A short summary of the document to appear in the index is:

Memorandum of Lease Termination and Sale No. 2.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF LEASE TERMINATION AND SALE NO. 2**

**THIS MEMORANDUM** is made and entered into as of December 24, 2003 by and between **Bank of America, National Association** (acting through its Canada branch) (the "Lessor") and **Canadian National Railway Company** (the "Lessee").

**WITNESSETH:**

1. By Bill of Sale dated February 28, 2003, Lessee sold to Lessor the two-hundred (200) 73' riserless centrebeam railcars built by Trenton Works Ltd. in 2003 bearing the following marks and numbers: **CN 625700 to CN 625899** inclusive (the "Equipment");
2. Such Bill of Sale was deposited at the Registrar General of Canada (the "RGC") on February 27, 2003 at 11:44 A.M.;
3. Such Bill of Sale was recorded at the Surface Transportation Board (the "STB") on February 27, 2003 at 11:51 A.M with assigned secondary recordation number 24338-A;
4. Lessor and Lessee entered into that certain Lease of Railroad Equipment No. 2 dated as of January 1, 2003 (the "Lease No. 2") covering the Equipment;
5. To evidence the Lease No. 2, a Memorandum of Lease of Railroad Equipment No. 2 dated as of January 1, 2003 was deposited at the RGC on February 27, 2003 at 11:44 A.M.;
6. To evidence the Lease No. 2, a Memorandum of Lease of Railroad Equipment No. 2 dated as of January 1, 2003 was recorded at the STB on February 27, 2003 at 11:48 A.M. with assigned primary recordation number 24338; and
7. As of the date hereof, Lessor and Lessee desire to terminate the Lease No. 2 and evidence the sale of the Equipment by Lessor to Lessee.

**NOW THEREFORE**, for good and valuable consideration, Lessor and Lessor hereby agree and acknowledge for the public record as follows:

- A. By separate Bill of Sale No. 2 dated as of the date hereof, Lessor has sold the Equipment to Lessee; and
- B. As of the date hereof, the Lease No. 2 is hereby terminated.

RECORDATION NO.

24338-B FILED


JAN 06 '04

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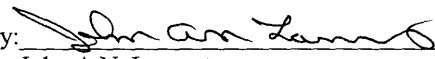
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum as of the day and year first above written.

**BANK OF AMERICA, NATIONAL ASSOCIATION,**  
by its Canada branch

By:   
Medina Sales de Andrade  
Assistant Vice President

**CANADIAN NATIONAL RAILWAY COMPANY,**  
Lessee

By:   
John A.N. Lamont  
Senior Manager Asset Finance

PROVINCE OF Ontario )  
 )  
CITY / DISTRICT OF Toronto ) ss.:

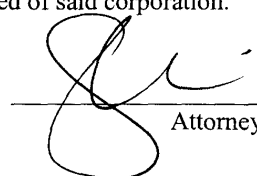
On this 24<sup>th</sup> day of December, 2003, before me personally appeared André Salas de Andrade, to me personally known, who, being by me duly sworn, says that he / she is Assistant Vice President of BANK OF AMERICA, NATIONAL ASSOCIATION (acting through its Canada branch), that the instrument was signed on behalf of said bank by authority of its board of directors, and he / she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

  
Notary Public

[Seal]

PROVINCE OF QUEBEC )  
 ) ss:  
DISTRICT OF MONTREAL )

On this \_\_\_\_ day of December, 2003 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of Canadian National Railway Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Attorney SE Chebain

Bar Number: 192553-9